



THOMAS D. MARION
TREASURER

22568 RECORDATION NO. 22568 FILED

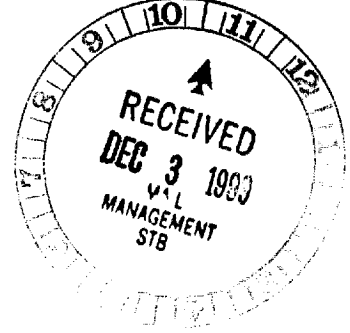
DEC 13 '99

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TTX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855



December 2, 1999

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement dated as of November 19, 1999.

This Agreement is a primary document.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Johnstown America Corporation (Manufacturer)
17 Johns Street
Johnstown, PA 15901

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89'4" flush deck, standard level flat car for wide body bi-level autorack service.	FA	800	GTTX	988200-988999

Mr. Vernon A. Williams
Page Two
December 2, 1999

Enclosed is our check in the amount of \$26.00 to cover filing fees.

There are no prior recordations pertaining to this Agreement.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement covering eight hundred, 89'4" flush deck, standard level flat cars for wide body bi-level autorack service; GTTX, numbered 988200-988999."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Thomas Marion".

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Enclosures
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DEC 13 '99

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RECORDATION NO. 2568 FILED
DEC 13 '99
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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of November 19, 1999, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Johnstown America Corporation, a Delaware corporation, with an address at 17 Johns St, Johnstown, Pennsylvania 15901 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of November 19, 1999 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION

By: *Michael P. Lusk*
Contract Administrator

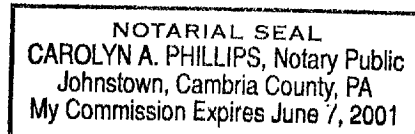
TTX COMPANY

By: *Tom Maroon*
Treasurer

STATE OF PENNSYLVANIA)
)SS:
COUNTY OF CAMBRIA)

On this 29th day of NOVEMBER, 1999 before me personally appears MICHAEL P. SISK JR. to me personally known, who by me duly sworn, says that he is a Contract Administrator of Johnstown America Corporation (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Carolyn A. Phillips
Notary Public

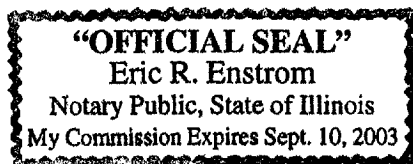
(SEAL)

My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 2nd day of December, 1999 before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Eric R. Enstrom
Notary Public

(SEAL)

My Commission expires:

9/10/03

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED NOVEMBER 19, 1999**

**TTX Contract T-3099-B
JAC Lot# 1400-858**

EQUIPMENT

800 GTTX Cars marked 988200 through 988999 (both inclusive).

Memorandum

To: R. W. Hardin
D. C. Ireland
B. R. Lambert
W. P. Mackiewicz
A. C. Mazurek
F. A. Quinto
P. R. Wiederkehr

From: E. R. Enstrom *E. R. Enstrom*

Date: November 30, 1999

Re: Status of Manufacturing Agreements

Attached is a summary of the status of manufacturing agreements for cars on order. Orders for which signed purchase orders have not been received, or for which manufacturing agreements have not been returned to me by the builder, are shown in boldface.

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cc: A. J. Barton
T. D. Marion
R. E. Zimmerman

TTX COMPANY
STATUS OF MANUFACTURING AGREEMENTS
FOR NEW ORDERS

BUILDER	ORDER	SIGNED		AGREEMENT/ SUPPLEMENT DATE	DELIVERY BEGINS	SENT TO BUILDER	RETURNED TO TTX	SENT TO STB	RECORDED	RETURNED TO TTX
		P.O. RECEIVED BY TRS	P.O. RECEIVED BY TRS							
Johnstown America	1000 GTTX 987200-988199	2/10/99	7/7/99	7/99	7/99	7/7/99	7/12/99	7/16/99	7/19/99	7/22/99
	800 GTTX 988200-989999	11/22/99	11/19/99	12/99	12/99	11/19/99				
	300 GTTX 711830-712129	11/22/99		1/2000						
National Steel Car	167 DTTX 3's (53') 620000-620166	11/3/98	7/8/99	8/99	8/99	7/8/99	7/27/99	7/28/99	8/4/99	8/10/99
	600 JTTX 136000-136599	12/28/98	5/17/99	6/99	6/99	5/17/99	5/28/99	6/2/99	6/3/99	6/7/99
Thrall	200 GTTX 952100-952299	11/03/99	11/03/99	11/99	11/99	11/03/99	11/5/99	11/5/99	11/16/99	11/24/99
Trenton Works	1000 GTTX 995500-996499	2/10/99	6/10/99	7/99	7/99	6/11/99	6/29/99	6/30/99	7/1/99	7/15/99
	1000 GTTX 996500-997499	10/4/99		1/2000						
Trinity	40 QTTX 131270-131309	7/15/99	10/19/99	11/99	11/99	10/19/99	10/28/99	10/28/99	11/2/99	11/5/99
	10 QTTX 131260-131269	2/17/99	6/11/99	7/99	7/99	6/11/99	6/17/99	7/1/99	7/6/99	7/15/99